



**2017**

ALBERTA CULTURAL SOCIETY OF THE DEAF

**BY-LAWS**

## **THE ALBERTA CULTURAL SOCIETY OF THE DEAF BY-LAWS**

### **NAME**

The name of this Society shall be called the “Alberta Cultural Society of the Deaf”, which may also referred to as the “ACSD”.

### **SOCIETY**

1. This Society shall be incorporated under the Alberta Chapter and the laws of Alberta Corporate Registry / Societies Act. This Society is a registered charitable organization # 891606048 RR 0001.
2. The structure of the Society shall be:
  - General paid Members
  - Board of Directors
  - Executive Board

### **SOCIETY SEAL**

1. The seal of the Society shall be in such form as shall be prescribed by the Board of Directors of the Society. The seal shall read “Alberta Cultural Society of the Deaf”. The Board shall adopt a seal as the seal of ACSD.
2. The Secretary shall have custody and control of the seal unless the Board decides otherwise.

### **CONDITIONS OF MEMBERSHIPS**

1. Membership in the Society shall be open to individuals and societies engaged in cultural programs of the Deaf in any capacity and to anyone interested in the objectives of the Society.
2. Membership fees shall be determined from time to time by the members at the Annual General Meeting (AGM).
3. The annual membership fees must be paid on or before the Annual General Meeting of each year.
4. Members shall be classified as follows:
  - Active members (Deaf and Hard of Hearing).
  - Associate members (Hearing).
  - Affiliated/ Liaison associations.
  - Life Members

5. The active members (Deaf members and Hard of Hearing) shall have the following rights and privileges.
  - The right to vote
  - The right to receive the official membership publication of the Society.
  - The right to nominate candidates for elective positions.
  - The right to serve on committee of the Society.
  - The right to hold elective office in the Society.
  
6. The associated members (Hearing) shall have no voting rights but shall have the following rights and privileges:
  - The right to receive the official membership publications of the Society
  - The right to voice in any discussions.
  - The privilege to serve on any committee of the Society.
  
7. The affiliated/liason associations shall have the following rights and privileges:
  - The right of the representative to vote.
  - The right to receive the official membership publications of the Society
  - The right of the representative to nominate candidates for elective office
  - The right of the representative to serve on committee.
  - The right of the representative to hold elective office in the Society providing he/she is Deaf or Hard of hearing
  
8. A life member is an individual member who has made a significant contribution to the Alberta Cultural Society of the Deaf. Life members shall have the pay any dues.
  - Nominations for a life member may be made by the members at the Annual General Meeting before the next Board of Directors meeting. The Board of Directors may select one or two persons to receive lifetime paid membership from among the nominated.
  
9. Members may resign by not renewing membership fee or in writing to the secretary.
  
10. The Executive Board may recommend to the members' suspension. Such suspension and reinstatement shall take place at any annual general meeting, following at **three-quarter (3/4)** vote of the members present.
  
11. There will be no grounds for expulsion and members cannot be expelled.

## **HEAD OFFICE**

1. The head office of the Society shall be located where the business of the Society may from time to time be carried out, subject to change by special resolution as the Executive Board may from time to time by resolution.
2. The Society may establish such other offices and agencies elsewhere within Alberta as the Board of Directors may deem expedient by resolution.

## **MEETING NOTICE**

1. Annual General, Board of Directors and Executive Board meetings shall have a **14-day advance notice**.
2. The meetings shall be promoted by post, email, fax, newsletters and any other means.

## **ANNUAL GENERAL MEETING**

1. The Society shall hold an Annual General Meeting in the Fall each year. The meeting notice shall be promoted by post, email, fax, newsletters and any other means to the members of the Edmonton Association of the Deaf and the Calgary Association of the Deaf and any individual members 14 days in advance.
2. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or by any proceedings taken at any meeting.
3. Every question submitted at the Annual General Meeting shall be decided by a majority vote and in case of a tie, the President shall have a tie-breaking vote only.
4. There shall be NO proxy at the Annual General Meeting.
5. The quorum at the Annual General Meeting shall be 9 members presented in person. No business shall be transacted unless the required quorum is met at the commencement of business.
6. The order of business at the Annual General meeting shall be:
  - Call to Order
  - Roll Call
  - Approval of minutes of last Annual General Meeting
  - President's Report
  - Approval of audited financial statement
  - Reports of Executive Board

- Amendments to Bylaws
- Election of 20 Board of Directors, every even year
- Instruction from general members to the Board of Directors and the Executive Board
- Possible dates and site for the next Annual General Meeting
- Announcements
- Adjournment of the Annual Meeting with re-convene of the Board of Directors meeting and then Executive Board meeting.

## **BOARD OF DIRECTORS**

1. The Board of Directors meeting shall be called right after the Annual General Meeting and at any time as deemed by the Board of Directors
2. The Board of Directors shall consist of 20 members voted at the Annual General Meeting. (Executive Board is part of the Board of Directors.)
3. The order of business of the Board of Directors meeting shall be:
  - Call to Order
  - Roll Call
  - Election of the Executive Board **(at Annual General Meeting only)**.
  - Approval of the minutes of the last Board of Directors meeting
  - President's address
  - Old Business
  - New Business
  - Possible date and site for the next Board of Directors meeting
  - Adjournment with re-convene of the Executive Board meeting
4. The Board of Directors shall administer the objectives of the Society in accordance with the Society Bylaws.
5. The Board of Directors shall also carry out the duties as directed by the general members,
6. The quorum of the Board of Directors meeting shall be 7 (seven).

## **EXECUTIVE BOARD**

1. The Executive Board Meeting shall be called right after the Board of Director Meeting at the Annual General Meeting and at any time as deemed by the Executive Board.
2. The Executive Board shall administer the objectives of the Society in accordance with the bylaws and carry out the duties as directed by the Board of Directors
3. Executive Board, 5 (five) of who will constitute a quorum, shall manage the property and business of the Society

4. The Executive Board shall consist of:

- President
- Past President
- Vice-President
- Secretary
- Treasurer
- Four (4) Project Directors
- A representative from each affiliated local organization
- Chairpersons (appointed or selected as necessary from the Board of Directors)

5. The Executive Board shall be eligible for re-election at the Board of Directors meeting once every even years after the Annual General Meeting. The officers shall automatically be vacated:

- If an Executive Board resigns his/her office by delivering a written resignation to the President of the Society
- If at a special general meeting of members, a resolution is passed by **three-quarters (3/4)** of the members present at the meeting that he/she be removed from office.
- If an Executive Board member happens to be deceased.
- If any vacancy shall occur for any reason aforementioned, the Executive Board may, by resolution, fill the vacancy with a person in good standing on the books of the society as a member by a vote of **two-thirds (2/3)** of the members presents.

6. The Executive Board's team of office shall be from the date of the meeting at which they are elected or appointed until the next election in two (2) years or until their successors are elected or appointed.

7. The members of the society may, by resolution, passed by at least **three-quarters (3/4)** of the votes cast at a special general meeting on which notice specifying the intention to pass such resolution has been given, remove any executive before the expiration of his/her term of office for any cause which the society may deem reasonable, and may, by a majority of the votes at the meeting, elect any person in the same position for the remainder of the term.

8. The Executive Board shall serve without remuneration and no executive shall directly or indirectly receive any profit from his/her position as such, provided that a executive may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.

9. The Executive Board may exercise all such power of the society as allowed by the Alberta Society Act or by those Bylaws required to be exercised by members at general meetings.
10. The executive Board shall take such steps, as they may deem requisite to enable the society to receive donations and benefits for furthering the objectives of the society.

## **MEETING OF THE EXECUTIVE BOARD**

1. The meetings of the Executive Board may be held at any time and place as determined by the Executive Board if **fourteen (14)** days notice of such meeting shall be delivered, mailed, e-mailed or faxed to each director. No formal notice shall be necessary if all Executive Board are at the meeting or waive notice thereof in writing.
2. Meetings of the Executive Board and of the Executive committee (if any) should be held at least once every **three (3)** months or the President deems it necessary to call a meeting.
3. The quorum at the Executive Board meetings shall be 5 (five).
4. Each Executive Board member present at a meeting shall have the rights to exercise one vote. A proxy vote shall not be permitted.

## **DUTIES OF OFFICERS**

### **1. Duties of the President**

- Preside at the meetings of the ACSD
- See that all orders and resolution of ACSD Executive Board are being carried out
- Prepare agenda for all meetings – board, regular and annual general meeting
- Write report for board, regular and annual general meetings
- Check the list of officers' duties annually to make sure they are up to date.
- Read and answer correspondence
- Oversee the whole operation of the ACSD

- Prepare a general report of the activities of the ACSD for the annual general meetings.
- Act as a liaison person with other organizations for/of the Deaf, i.e. – workshops, speeches.
- To act as a representative to the Canadian Cultural Society of the Deaf (Annual General Meeting).

## 2. Duties of the Past President:

- To assist the Executive Board as needed.
- To finish up all tasks this occurred during his/her Administration.

## 3. Duties of the Vice-President:

- Perform the duties and exercise the powers of the President in his/her absence or disability.
- To assist the local/national organization on cultural functions and be responsible for the provincial certificates and plaques or trophies.
- To assist in the fund-raising/workshops and other ACSD activities.
- To assist the president of the ACSD in any capacity as required by the President or the board of the ACSD.

## 4. Duties of the Secretary:

- Attend all sessions of the Executive Board and all meeting of the Society and act as a clerk and record all votes and minutes of all proceedings in the book to be kept for that purpose.
- Give or cause to be given notice of all meetings of the Society and of the Executive Board in **fourteen (14)** days.
- Perform such other duties as may be prescribed by the Executive Board or President, under whose supervision she/he shall be.
- Show the minutes of Annual General Meeting at the meeting within **ten days after the last meeting**.
- Shall be in charge of the Seal of the Society, which whenever used be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, the Vice-President.



#### **5. Duties of the Treasurer:**

- Keep the financial records of the ACSD
- Prepare financial statement for all meetings of the Executive Board and members of the ACSD.
- Prepare and give an annual audited statement for the Annual General Meeting to the Secretary.
- Responsible to gather the receipts, minutes, record keeping book and bank statements of the fiscal year and hand them to the chartered accountant.
- File all the receipts and correspondence in order.
- Make payment for the expenses of ACSD.
- Responsibilities for ACSD's office supplies.
- Perform any other duties as may be prescribed by the ACSD Executive Board or the President

#### **6. Duties of the Four (4) Project Directors:**

- The duties of the Project Directors shall do what the Board of Directors deem as necessary to carry out the objectives of the Society.

#### **7, Duties of the Chairpersons**

- The duties of the Chairpersons shall be to assist the Project Directors or do what the Board of Directors or the Executive Board deem necessary to carry out the objectives of the Society.

### **ANNUAL, REGULAR AND SPECIAL GENERAL MEETINGS**

1. All meetings of the members of the Society shall be held in any location in Alberta at the discretion of the Executive Board in September unless such month shall be changed by the Executive Board.
2. At such meetings, the Executive Board will present their annual reports.
3. Fourteen days prior written notice shall be delivered, mailed, faxed or e-mailed each member of any meetings or members.
4. Each active member present at the meeting shall have the right to exercise one vote. **A proxy vote shall not be permitted.**

5. The Annual or Special General Meeting is to be convened by the President or Vice-President in the absence of the President or any Executive Board members as appointed by the Executive Board.
6. At each annual general meeting there shall be presented a report of the activities of the Society of the previous year by President and the chairpersons.
7. At each Annual General Meeting, the Treasurer shall present an audited financial report of the previous year and projected Budget for the new year

## **AMENDMENTS OF BYLAWS**

1. The by laws of the Society shall not be rescinded, altered or added to unless passed by special resolution, and by an affirmative vote of no less than **seventy-five percent (75%)** of members voting in person at an annual general meeting.
2. A notice of the intention to rescind, alter or add to the bylaws must be sent out to the members no less than **twenty-one (21)** days before the annual general meeting.
3. The resection, alternation, amendment or addition to the bylaws shall not be enforced or acted upon until the approval from the office or register of Society Act has been given.

## **AUDITOR**

1. The members shall at each Annual General Meeting appoint **two (2)** auditors (not members of ACSD) to audit the accounts of the Society. The Society may hire a professional auditor instead of appointing auditors.. The auditing of the Society's account must be completed annually by the **end of September** to be presented to the members at the Annual General Meeting in Oct.
2. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the board shall at all times have access to such books and records at the **Office of the ACSD**.

## **NOTICE OF MEETING OF GENERAL MEMBERS**

3. A printed, written or typewritten notice of a meeting of members, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be delivered or sent through post, e-mail or fax at least **fourteen (14)** days (exclusive of the day of mailing and of the day for which notice is given) before the date of such meeting to each member at his/her address as it appears on the book for the Society and if no address is given therein then to the last address of such member may be held for any purpose on any date and at any time and at any place within Alberta, with our notice, if all the members are present in person at the meeting or if all the absent members have signified their absence in writing

to such meeting being held. Any member thereof may waive notice of any meeting or any irregularity in any meeting or in the notice.

4. The accidental omission to give notice of any meeting or the non – receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

## **VOTING AT MEETING OF MEMBERS**

5. Every question submitted to any meeting of members shall be decided by a majority vote and in case of any equality of vote the President shall have a tie-breaking vote only.
6. At any meeting unless a poll is demanded a declaration by a President that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
7. In the absence of the President, the Vice President shall chair the meeting or the Board of Directors present shall chose another Board of Director as Chairman, and if no Board of Director is present or if all Board of Directors present declines to be acting Chairman, the members present shall chose one of their members to be the Chairman.
8. A member may **NOT** appoint as proxy any other member to vote at any annual meeting or special meeting at any time.
9. At all meetings of members of the Society every question shall be determined by a majority vote unless otherwise specifically provided by the Society's Act or these Bylaws.
10. The President, Acting President, Vice President or other appointed Board may adjourn the meeting with no notice of such adjournment given to the members.

## **QUORUM FOR MEETINGS**

1. The presence of 9 (nine) members in person shall be a quorum of any Annual General or Special meeting; 7 (seven) at the Board of Directors meeting and 5 (five) at the Executive Board for all business purposes. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

## **FINANCIAL MATTERS**

1. All cheques, drafts, or orders for the payment of money and all notes and bills of exchange shall be signed by two officers as the Executive Board may from time to time designate; provided that nay cheque, draft, promissory note, bill of exchange order for payment of money to be deposited to the credit for the Society at the Society's bank or for collection by such bank, may be endorsed by the Treasurer alone, or in his/her absence by any of the Officers of the Society authorized as

above and for such purposes only, but not for the purpose of borrowing money or by a stamp in the following form: Pay to the order of (Name of bank) for deposit only to the credit of Alberta Cultural Society of the Deaf.

2. The Executive Board may make arrangements with any chartered bank or trust company doing business in the province, for the deposit of monies or securities belonging to the Society as they shall from time to time deem necessary, including the borrowing of monies for the purposes of the Society by two-third (2/3) vote of the Executive Board.
3. All monies received by the Society shall be deposited in the Society's bank account as nearly as possible from day to day and all payments shall be made from the Society's bank account.
4. The fiscal year of the Society will commence Oct. 1<sup>st</sup>.

## **REMUNERATION**

Directors shall serve the organization without remuneration, and no Director shall directly or indirectly receive any profit from occupying the position of Directors; however,

- directors may be reimbursed for out-of-town gas expenses incurred while attending executive, board and annual meetings. Gas receipts must be submitted;
- directors may be reimbursed for out-of-province meetings or workshops expenses (transportation, accommodation, and per diem. An Expense Reimbursement Form with receipts must be submitted;
- directors may receive remuneration ONLY IF AUTHORIZED at any meeting after a written justification has been provided and a written motion has been put forward.

## **SIGNATURE AND CERTIFICATION OF DOCUMENTS**

1. Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by any two of the President, Secretary, or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Executive Board shall have power from time to time by the Bylaws to appoint an Officer or Officers on behalf of the Society to sign contracts, documents and instruments in writing. The Seal of the Society when required is affixed to contracts, documents, and instruments in writing signed as previously mentioned or by any Officer or Officers appointed by resolution of the Executive Board.

## **RULES AND REGULATIONS**

1. The Executive Board may prescribe such rules and regulations not inconsistent with these Bylaws related to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next meeting of the members of the Society when they shall be confirmed, and in default of confirmation at such Annual General Meeting of members shall at and from that time cease to have force and effort.

## **DISSOLUTION**

1. Upon the affirmative vote of a majority of the Executive Board and the approval of two-third (2/3) of the individual members of this Society, the Society shall be dissolved. The Treasurer shall cause to be transferred all the funds, including deposits and investments and all other assets and property of the Society to the Canadian Cultural Society of the Deaf for the full and unrestricted use and benefit as its Executive Board may direct.